

**ORIGINAL**

## IN THE UNITED STATES BANKRUPTCY COURT

## FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
W. R. GRACE & CO., <u>et al.</u> , <sup>1</sup>	)	Case No. 01-01139 (JJF)
	)	Jointly Administered
Debtors.	)	
	)	<b>Objections due by:</b>
	)	<b>June 19, 2001 at 4:00 p.m.</b>
	)	<b>Hearing Date: (negative notice)</b>
	)	<b>June 21, 2001 at a time t/b/d if necessary</b>

**NOTICE OF APPLICATION OF THE DEBTORS FOR THE ENTRY OF  
AN ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF  
WALLACE KING MARRARO & BRANSON PLLC AS SPECIAL LITIGATION  
AND ENVIRONMENTAL COUNSEL FOR THE DEBTORS**

TO: Parties required to receive notice pursuant to Del. Bankr. LR 2002-1.

On June 4, 2001, the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed the **Application of the Debtors for the Entry of an Order Authorizing the Retention and Employment of Wallace King Marraro & Branson PLLC As Special Litigation and Environmental Counsel for the Debtors** (the "Application") with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington,

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

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Delaware 19801 (the "Bankruptcy Court"). A true and correct copy of the Application is attached hereto.

Objections and other responses to the relief requested in the Application, if any, must be in writing and be filed with the Bankruptcy Court no later than 4:00 p.m. Eastern Time on June 19, 2001.

Objections or other responses to the Application, if any, must also be served so that they are received not later than June 19, 2001 at 4:00 p.m. Eastern Time, by (i) co-counsel for the Debtors, James H.M. Sprayregen, Esquire, Kirkland & Ellis, 200 East Randolph Drive, Chicago, Illinois 60601 (fax number 312-861-2200), and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801) (fax number 302-652-4400); (ii) the Office of the United States Trustee, Attn: Frank J. Perch, Esquire, 844 N. King Street, Wilmington, Delaware 19801 (fax number 302-573-6497); (iii) counsel to the Official Committee of Property Damage Claimants, Scott L. Baena, Esquire, Bilzin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131 (fax number 305-374-7593), and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, Delaware 19899 (fax number 302-575-1714); (iv) counsel to the Official Committee of Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36<sup>th</sup> Floor, New York, New York 10022 (fax number 212-644-6755), and Matthew G. Zaleski, III, Esquire, Ashby & Geddes, 222 Delaware Avenue, P.O. Box 1150, Wilmington, Delaware 19899 (fax number 302-654-2067); and (v) counsel to

the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan, 180 Maiden Lane, New York, New York 10038-4982 (fax number 212-806-6006), and Michael R. Lastowski, Esquire, Duane, Morris & Heckscher, LLP, 1100 N. Market Street, Suite 1200, Wilmington, Delaware 19801-1246 (fax number 302-657-4901).

IF NO OBJECTIONS ARE TIMELY FILED AND SERVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF DEMANDED BY THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.


IN THE EVENT THAT ANY OBJECTION OR RESPONSE IS FILED AND SERVED IN ACCORDANCE WITH THIS NOTICE, A HEARING ON THE APPLICATION WILL BE HELD BEFORE THE HONORABLE JOSEPH J. FARNAN, JR., UNITED STATES DISTRICT JUDGE, ON JUNE 21, 2001 AT A TIME TO BE DETERMINED AT THE UNITED STATES DISTRICT COURT FOR THE DISTRICT OF DELAWARE, 844 N. KING STREET, WILMINGTON, DELAWARE 19801. THE DEBTORS WILL NOTICE ANY OBJECTING PARTIES, THE RESPECTIVE COMMITTEES, AND ANY PARTY WHO SO REQUESTS OF THE TIME OF SUCH HEARING.

Dated: June 4, 2001

KIRKLAND & ELLIS  
James H.M. Sprayregen  
James W. Kapp III  
Samuel A. Schwartz  
Roger J. Higgins  
200 East Randolph Drive  
Chicago, Illinois 60601  
(312) 861-2000

and

PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.

  
\_\_\_\_\_  
Laura Davis Jones (Bar No. 2436)  
Hamid R. Rafatjoo (CA Bar No. 181564)  
David W. Carickhoff, Jr. (Bar No. 3715)  
919 North Market Street, 16<sup>th</sup> Floor  
P.O. Box 8705  
Wilmington, DE 19899-8705 (Courier 19801)  
Telephone: (302) 652-4100  
Facsimile: (302) 652-4400

Co-Counsel for the Debtors and  
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
W. R. GRACE & CO., et al., <sup>1</sup>	)	Case No. 01-01139 (JJF)
	)	(Jointly Administered)
Debtors.	)	
	)	Objections due by:
	)	June 19, 2001 at 4:00 p.m.
	)	Hearing Date: (negative notice)
	)	June 21, 2001 at a time t/b/d if necessary

**APPLICATION OF THE DEBTORS FOR THE  
ENTRY OF AN ORDER AUTHORIZING THE RETENTION AND  
EMPLOYMENT OF WALLACE KING MARRARO & BRANSON PLLC AS  
SPECIAL LITIGATION AND ENVIRONMENTAL COUNSEL FOR THE DEBTORS**

The above-captioned debtors and debtors-in-possession (collectively, the "Debtors") hereby submit this application (the "Application") for the entry of an order pursuant to sections 327(e) and 328(a) of title 11 of the United States Code (as amended, the "Bankruptcy Code") and Federal Rules of Bankruptcy Procedure 2014 and 2016, authorizing and approving the retention of Wallace King Marraro & Branson PLLC ("WKMB") as special litigation and environmental counsel for the

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., GC Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A -B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

debtors, *nunc pro tunc* to the petition date of the above-captioned proceedings (the "Petition Date"), and in support thereof respectfully represent as follows:

**Jurisdiction**

1. This Court has jurisdiction to entertain this application pursuant to 28 U.S.C. §§ 157 and 1334.

**Relief Requested**

2. The Debtors respectfully request the entry of an order pursuant to sections 327(e) and 328(a) of the Bankruptcy Code authorizing them to employ and retain WKMB as special litigation and environmental counsel to perform services they will require during the course of these chapter 11 cases. Specifically, the Debtors seek authorization for WKMB to render legal services to the Debtors in connection with various environmental and commercial litigations, and counseling on environmental and other related matters, as more particularly described below.<sup>2</sup>

**Basis for Relief Requested**

3. The Debtors have selected WKMB as special litigation and environmental counsel to advise and represent them in connection with various environmental and commercial litigations, and counseling on environmental and other related matters, as more particularly described below. Debtors have selected WKMB because of its attorney's longstanding representation of the Debtors and their attendant intimate knowledge of their businesses and affairs, as well as WKMB's extensive experience and expertise in the field of environmental litigation and counseling matters.

4. For the last ten years, WKMB and certain of its members and counsel have rendered legal services to the Debtors in connection with various environmental and commercial litigations,

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<sup>2</sup> In addition to representing the Debtors as special counsel relative to the two matters delineated in this Application, WKMB will continue to represent the Debtors in various, smaller matters (as described in more detail in Paragraph 5 of the Marraro Affidavit) as an ordinary course professional in accordance with prior applications of the Debtors and orders of the Court.

and counseling on environmental and other related matters. These legal services have included litigations, arbitrations, and negotiations of environmental, commercial and First Amendment matters, and providing advice to senior management on such issues, as more fully described in Affidavit of Christopher H. Marraro (the "Marraro Affidavit") filed in support of this Application.

5. As a consequence, WKMB is intimately familiar with the complex legal issues that have arisen and are likely to arise in connection with a number of pending environmental litigations described more fully below, as well as other similar matters involving Debtors that may arise during the course of these chapter 11 cases. The Debtors believe that both the strategic interruption and the duplicative cost involved in obtaining substitute counsel to replace WKMB's unique role in these matters at this juncture would be extremely harmful to the Debtors and their estates. Were the Debtors required to retain counsel other than WKMB in connection with such matters, the Debtors, their estates and all parties in interest would be unduly prejudiced by the time and expense necessary to replicate WKMB's ready familiarity with the intricacies of the Debtors' business operations and other issues that may arise in these matters. Further, WKMB has a national reputation and extensive experience and expertise in environmental law, litigation and the other specialized areas of practice as to which WKMB's continued presentation is sought. As such, the Debtors submit that WKMB is well qualified and uniquely able to provide the specialized legal advice sought by the Debtors on a going-forward basis, and WKMB's retention as special litigation and environmental counsel is in the best interest of the Debtors and their estates.

#### **Scope of Proposed Retention**

6. The Debtors currently seek to retain WKMB, subject to the oversight and orders of this Court, to represent the Debtors with respect to the following specific matters which have the potential to either bring substantial monies into the Debtors' estates or will help reduce the Debtors' exposure to costs or claims related to these matters:

- a. Representation of the Debtors W. R. Grace & Co., W. R. Grace Ltd. and ECARG, Inc. in a citizen suit action captioned *Interfaith Community Organization v. Honeywell International, Inc et al.*, Case No. 95-2097, which is currently pending in the United States District Court for New Jersey. In that action, W. R. Grace & Co., W. R. Grace Ltd. and ECARG, Inc. have brought cross-claims against defendant Honeywell International Inc. regarding costs and damages incurred in connection with a valuable 32-acre water front parcel owned by the ECARG, Inc. in Jersey City, N. J. W. R. Grace & Co., W. R. Grace Ltd. and ECARG, Inc. intend to pursue these cross-claims post-petition in order to obtain injunctive relief and recover substantial costs and damages arising out of environmental contamination of the property that was caused by Honeywell and/or its corporate predecessors.
- b. Prosecution of an environmental cost recovery action against Zotos International Inc. captioned *W. R. Grace & Co. - Conn. v. Zotos International Inc.*, No. 98-CV-0038, which is currently pending in the United States District Court for the Western District of New York and involves a claim by W. R. Grace & Co. - Conn. to recover response costs incurred in connection with environmental contamination caused by the defendant or its corporate predecessors. W. R. Grace & Co. - Conn. expects this action to continue post-petition because the automatic stay does not apply as W. R. Grace & Co. - Conn. is plaintiff and there are no counterclaims by the defendant.

Additionally, the Debtors seek to retain WKMB, subject to the oversight and orders of this Court, to represent the Debtors with respect to similar or related environmental litigation or counseling matters involving Debtors that may arise post-petition. WKMB has indicated its willingness to render the necessary professional services described herein as special litigation and environmental counsel to the Debtors. None of the services performed or to be performed by WKMB include giving advice with respect to the restructuring options available to the Debtors.

#### **No Adverse Interest**

7. To the best of the Debtors' knowledge, and based upon the Marraro Affidavit filed in support of this Application, WKMB does not represent or hold any interest adverse to the Debtors or their estates with respect to the matters on which WKMB is to be employed. Further, to the best of the Debtors' knowledge and based on the Marraro Affidavit, WKMB does not have any



connection with any creditors or other parties in interest, or their respective attorneys or accountants, or the United States Trustee or any of its employees, except as set forth in the Marraro Affidavit.

### Compensation

8. In accordance with section 330(a) of the Bankruptcy Code, and with the exception of the *Interfaith Community Organization v. Honeywell International Inc., et al.*, (the “Interfaith Matter”) the fee arrangement for which is discussed below, the Debtors propose to compensate WKMB on an hourly basis at its customary hourly rates for services rendered, plus reimbursement of actual, necessary expenses incurred by WKMB. The principal members of WKMB who will be handling the above matters and their current standard hourly rates are:

	<u>Attorney</u>	<u>Hourly Rate</u>
(a)	Christopher H. Marraro	\$420 per hour
(b)	Richard E. Wallace	\$420 per hour

9. In the Interfaith Matter, the Debtors and WKMB have an alternative fee arrangement in which WKMB will receive a mixed reduced fee and contingent fee. The reduced fee is equal to sixty (60%) of the WKMB normal hourly rates. The contingent fee is equal to 20% of any net recovery, which is defined as the gross recovery obtained in the Interfaith Matter less the sum of the Debtors’ expenses and \$1 million. Based on the amount of time expected to be expended, WKMB expects that its fees for the Interfaith Matter will be substantially lower on a per hour basis than its normal fees, as discussed above.

10. A significant proportion of WKMB’s services will necessarily require the involvement of experienced senior partners such as Messrs. Marraro or Wallace. Accordingly, the Debtors believe that the staffing, the hourly rates, and the contingent fee arrangement set forth above are reasonable and should be approved.

11. As set forth in the Marraro Affidavit, the hourly rates described above are subject to periodic adjustments to reflect economic and other conditions. Other attorneys or paralegals may from time to time serve the Debtors in the matters for which WKMB's retention is sought. WKMB's rates are set at a level designed to compensate WKMB fairly for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is WKMB's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, travel expenses, expenses for "working meals", computerized research, messengers, couriers, postage, witness fees and other fees related to trials and hearings, transcription costs, and non-ordinary overhead expenses such as secretarial and other overtime. WKMB will charge the Debtors for these expenses in a manner and at rates consistent with charges generally made to WKMB's other clients. WKMB believes that it is fairer to charge these expenses to the client incurring them than to increase the hourly rates and spread the expenses among all clients.

12. WKMB will submit interim and final applications for compensation in accordance with the Bankruptcy Code and the Federal Rules of Bankruptcy Procedure, the Local Rules of this Court and such other and further Orders as the Court may direct.

#### **Conclusion**

13. For the reasons set forth above and in the Marraro Affidavit, the Debtors' management and Board of Directors believe that the attorneys at WKMB are well qualified to act on the Debtors' behalf in light of their intimate knowledge of the Debtors' businesses and affairs and their expertise in the fields of litigation and environmental law. The Debtors further believe that the engagement of WKMB is essential to the Debtors' successful reorganization and that the retention of WKMB is necessary and in the best interest of the Debtors and their estates.

**Notice**

14. Notice of this Motion has been given to: (i) the Office of the United States Trustee, (ii) counsel to the debtor-in-possession lenders, (iii) counsel to the official committees appointed by the United States Trustee and (iv) all those parties that requested service and notice of papers in accordance with Fed R. Bankr. P. 2002. In light of the nature of the relief requested, the Debtors submit that no further notice should be required.

**No Prior Request**

15. No prior application for the relief requested herein has been made to this or any other Court.

WHEREFORE, the Debtors respectfully request that the Court enter an order, substantially in the form attached hereto, authorizing the retention and employment of WKMB as special litigation and environmental counsel for the Debtors, *nunc pro tunc* to the Petition Date, and grant them such other and further relief as is just and proper.

Dated: June 4, 2001

W. R GRACE & CO., W. R GRACE & CO.-CONN.,  
A-1 BIT & TOOL CO., INC., ALEWIFE BOSTON  
LTD., ALEWIFE LAND CORPORATION, AMICON,  
INC., CB BIOMEDICAL, INC. (F/K/A CIRCE  
BIOMEDICAL, INC.), CCHP, INC., COALGRACE,  
INC., COALGRACE II, INC., CREATIVE FOOD 'N  
FUN COMPANY, DAREX PUERTO RICO, INC., DEL  
TACO RESTAURANTS, INC., DEWEY & ALMY,  
LLC (F/K/A DEWEY AND ALMY COMPANY),  
ECARG, INC., FIVE ALEWIFE BOSTON LTD., G C

LIMITED PARTNERS I, INC. (F/K/A GRACE COCOA LIMITED PARTNERS I, INC.), G C MANAGEMENT, INC. (F/K/A GRACE COCOA MANAGEMENT, INC.), GEC MANAGEMENT CORPORATION, GN HOLDINGS, INC., GPC THOMASVILLE CORP., GLOUCESTER NEW COMMUNITIES COMPANY, INC., GRACE A-B INC., GRACE A-B II INC., GRACE CHEMICAL COMPANY OF CUBA, GRACE CULINARY SYSTEMS, INC., GRACE DRILLING COMPANY, GRACE ENERGY CORPORATION, GRACE ENVIRONMENTAL, INC., GRACE EUROPE, INC., GRACE H-G INC., GRACE H-G II INC., GRACE HOTEL SERVICES CORPORATION, GRACE INTERNATIONAL HOLDINGS, INC. (F/K/A DEARBORN INTERNATIONAL HOLDINGS, INC.), GRACE OFFSHORE COMPANY, GRACE PAR CORPORATION, GRACE PETROLEUM LIBYA INCORPORATED, GRACE TARPON INVESTORS, INC., GRACE VENTURES CORP., GRACE WASHINGTON, INC., W. R GRACE CAPITAL CORPORATION, W. R GRACE LAND CORPORATION, GRACOAL, INC., GRACOAL II, INC., GUANICA-CARIBE LAND DEVELOPMENT CORPORATION, HANOVER SQUARE CORPORATION, HOMCO INTERNATIONAL, INC., KOOTENAI DEVELOPMENT COMPANY, L B REALTY, INC., LITIGATION MANAGEMENT, INC. (F/K/A GHSC HOLDING, INC., GRACE JVH, INC., ASBESTOS MANAGEMENT, INC.), MONOLITH ENTERPRISES, INCORPORATED, MONROE STREET, INC., MRA HOLDINGS CORP. -(F/K/A NESTOR BNA HOLDINGS CORPORATION), MRA INTERMEDCO, INC. (F/K/A NESTOR-BNA, INC.), MRA STAFFING SYSTEMS, INC. (f/k/a BRITISH NURSING ASSOCIATION, INC.), REMEDIUM GROUP, INC. (F/K/A ENVIRONMENTAL LIABILITY MANAGEMENT, INC., E&C LIQUIDATING CORP., EMERSON & CUMING, INC.), SOUTHERN OIL, RESIN & FIBERGLASS, INC., WATER STREET CORPORATION, AXIAL BASIN RANCH COMPANY, CC PARTNERS (F/K/A CROSS COUNTRY STAFFING), HAYDEN-GULCH WEST COAL COMPANY, H-G COAL COMPANY.

By: 

**David B. Siegel, Senior Vice President and  
General Counsel**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

W. R. GRACE & CO. et al.<sup>1</sup>

Debtors.

)  
) Chapter 11  
)  
) Case No. 01-01139 (JJF)  
) (Jointly Administered)  
)

**AFFIDAVIT OF CHRISTOPHER H. MARRARO IN SUPPORT OF THE APPLICATION  
OF THE DEBTORS FOR AN ORDER AUTHORIZING THE RETENTION AND  
EMPLOYMENT OF WALLACE KING MARRARO & BRANSON PLLC AS SPECIAL  
LITIGATION AND ENVIRONMENTAL COUNSEL FOR THE DEBTORS**

DISTRICT OF COLUMBIA ) ss.:

I, CHRISTOPHER H. MARRARO, being duly sworn, state as follows:

1. I am an attorney at law and a member of the bars of the District of Columbia, the State of New Jersey, the United States District Court for the District of New Jersey, and the United States Courts of Appeal for the Second, Third, Fifth and District of Columbia Circuits. I am a member

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. -Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (Ma Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Curving, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

of the law firm of Wallace King Marraro & Branson PLLC ("WKMB"), which maintains an office for the practice of law at 1050 Thomas Jefferson Street N.W., Washington, D.C. 20007. WKMB is a boutique law firm specializing in environmental and commercial litigation and began its practice on March 1, 1998. I make this Affidavit in support of the Application of W. R. Grace & Co., et al. (collectively, the "Debtors") for an order authorizing the employment of WKMB as special litigation and environmental counsel for the Debtors, nunc pro tunc to the petition date herein, pursuant to sections 327(e) and 328(a) of the Bankruptcy Code (the "Application"). This Affidavit constitutes the statement of WKMB pursuant to Federal Rules of Bankruptcy Procedure 2014(a) and 2016.

2. I am not related and, to the best of my knowledge after inquiry of WKMB's members, counsel and associates, no other attorney of WKMB is related, to any judge of the United States Bankruptcy Court for the District of Delaware or to the United States Trustee for this District.

3. I do not hold or represent and, to the best of my knowledge and information, no other attorney of WKMB holds or represents, any interest adverse to the Debtors or their estates with respect to any of the matters for which WKMB's retention is sought. Insofar as WKMB has been able to ascertain, neither I, nor WKMB, nor any member, counsel or associate thereof, has any connection with the Debtors in these cases, their creditors, or any other party in interest, or their respective attorneys or accountants, except as hereinafter set forth.

4. For the last ten years, certain WKMB members, counsel and associates have rendered legal services to the Debtors and their affiliates in connection with various environmental and commercial litigations, and counseling on environmental and other related matters. WKMB's or its members' legal services have included litigations, arbitrations, and negotiations of environmental, commercial and First Amendment matters, and provided advice to senior management on such issues.

5. Specifically, in or about 1990, Richard E. Wallace, now a member of WKMB, represented the Debtors in connection with a commercial transaction involving the acquisition of certain

technology related to the clean up of oil spills. Subsequently, in or about 1995, Mr. Wallace was retained and successfully represented the Debtors in several arbitrations concerning contract disputes with the Hampshire Chemical Company over indemnities concerning environmental cleanup at multiple facilities. Thereafter in 1998, WKMB successfully represented the Debtors in negotiations to delete defamatory materials and avert a suit for defamation against the Disney Company, which was then in production of a film based upon the book, *A Civil Action*. Also in 1998, WKMB was retained by the Debtors to file suit against Zotos International Inc. to recover substantial environmental costs expended by Debtors at a New York State waste site. That suit is currently pending and is captioned *W. R. Grace & Co. – Conn. v. Zotos International Inc.* (W.D.N.Y.). WKMB expects to represent the Debtor in this action post petition because the automatic stay does not apply as the Debtor is plaintiff and there are no counterclaims by defendant. In 1999, WKMB was retained by the Debtors to represent W. R. Grace & Co. before the United States Environmental Protection Agency in connection with several unilateral orders issued by the government to compel environmental remediation at a site in Michigan and one in Montana. WKMB filed petitions for review of these orders in the U.S. Courts of Appeals for the Second and Third Circuits. EPA withdrew their order on the Montana site as to Debtor and mooted the Second Circuit appeal. The Third Circuit appeal is awaiting a decision as it was fully briefed and argued on September 28, 2000, *W. R. Grace & Co. v. U.S. Environmental Protection Agency*, No. 00-3302 Consolidated. In 2000, the Debtor retained WKMB to defend against a citizen suit, *Interfaith Community Organization v. Honeywell International, Inc et al.* (D.N.J.), brought against various companies and to vigorously prosecute cross claims against Honeywell International Inc. over a valuable 32 acre water front parcel owned by the Debtor in Jersey City, NJ, that is severely impacted by substantial quantities of chromium waste. The Debtors allege that Honeywell is liable for the removal of the chrome waste from the property and for over \$ 25 million dollars in damages to Grace. WKMB expects to represent the Debtor post petition in this action and vigorously pursue the cross

claims to judgment. WKMB is also assisting Debtor in attempting to settle Debtor's ongoing dispute with the U.S. Environmental Protection Agency over an asbestos remediation in Libby, Montana.

6. Over the course of WKMB's prepetition representation of the Debtors, WKMB periodically has received regular compensation from the Debtors for services rendered and expenses incurred through February 2001. The Debtors owe WKMB approximately \$351,894.75 in additional professional fees and \$91,864.90 in disbursements for its prepetition legal services rendered through April 2, 2001. None of the services performed by WKMB have included giving advice with respect to the restructuring options available to the Debtors and none of the fees paid to WKMB represent payments for legal services in connection with the preparation and filing of these chapter 11 cases. The Debtors' bankruptcy and reorganization counsel, Kirkland & Ellis and Pachulski, Stang, Ziehl, Young & Jones, have performed those services.

7. In matters unrelated to this case, WKMB has in the past represented, currently represents, and likely in the future will represent certain of the Debtors' and their affiliates' significant current customers and unsecured creditors, (all as identified in the exhibits filed in support of the Debtors' application to retain Kirkland & Ellis as reorganization counsel filed herein) (the "K&E Exhibits")). Based on a due diligent investigation of the comparison of the persons and entities identified in the K&E Exhibits (as listed on Schedule 1) with the most complete list currently available of WKMB's clients for the past three years, together with the names of their parent and subsidiary entities (according to Dun & Bradstreet's *Who Owns Whom* service) to the best of my knowledge and information, WKMB's representation of these customers and creditors involves unrelated litigation in which none of the Debtors or their affiliates is a party to such litigations.

8. WKMB intends to apply to the court for compensation for professional services rendered in connection with these cases, subject to approval of the Court and in compliance with the applicable provisions of the Bankruptcy Code and Rules and any Orders of the Court. With the



exception of *Interfaith Community Organization v. Honeywell International Inc. et al.*, (the "Interfaith Matter") the fee arrangement for which is described below, WKMB will charge hourly rates to the Debtors that are consistent with customary hourly rates charged our clients. WKMB's customary rates currently are \$95 to \$130 for paralegals, \$165 to \$260 for associates, \$300 to \$350 for Counsel and \$360 to \$420 for partners, subject to periodic adjustments, plus reimbursement of actual and necessary expenses and other charges that the firm incurs. The principal members of WKMB who will be handling the representations and their current standard hourly rates are:

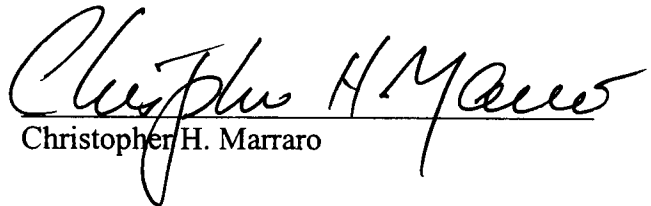
	<u>Attorney</u>	<u>Hourly Rate</u>
(a)	Christopher H. Marraro	\$420 per hour
(b)	Richard E. Wallace	\$420 per hour

9. In the Interfaith Matter, the Debtors and WKMB have an alternative fee arrangement in which WKMB will receive a mixed reduced fee and contingent fee. The reduced fee is equal to sixty (60%) of the normal WKMB hourly rates. The contingent fee is equal to 20% of any net recovery, which is defined as the gross recovery obtained in the Interfaith Matter less the sum of the Debtors' expenses and \$1 million. Based on the amount of time expected to be expended, WKMB expects that its fees for the Interfaith Matter will be substantially lower on a per hour basis than its normal fees, as discussed above.

10. The hourly rates set forth above are subject to periodic adjustments to economic and other conditions. Other attorneys and paralegals may from time to time serve the Debtors as well in the matters for which WKMB's retention is sought. WKMB's rates are set at a level designed to compensate WKMB fairly for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is WKMB's policy to charge its clients in all areas of practice for such additional expenses as telecopy toll and other charges, mail and express mail charges, special or hand delivery

charges, document processing, photocopying charges, travel expenses, expenses for "working meals," computerized research, messengers, couriers, postage, witness fees and other fees related to trials and hearings, transcription costs, and non-ordinary overhead expenses such as secretarial and other overtime. WKMB will charge the Debtors for these expenses in a manner and at rates consistent with charges generally made to WKMB's other clients. WKMB believes that it is fairer to charge these expenses to the client incurring them than to increase its hourly rates and spread the expenses among all clients.

No promises have been received by WKMB as to compensation in connection with this proceeding or any other proceeding involving Debtor other than in accordance with the provisions of the Bankruptcy Code. WKMB has no agreement with any other entity to share any compensation in connection with any matter involving Debtor.

  
Christopher H. Marraro

Sworn to before me this  
1st day of May, 2001

Aimee E. Lagestee  
Notary



**SCHEDULE 1**

A.O. Smith Water Products Company B.V.  
A.P. Green Industries, Inc.  
A.P. Green Services; Inc.  
Abex Corporation  
AIG/AIG Capital Corporation  
Allied Signal, Inc.  
American International Group, Inc.  
Amoco Chemical Company  
Amoco Corporation  
Amoco Oil Company  
Aristech Chemical Corporation  
B. F. Goodrich Company  
Bank of America  
Bank of Boston Corporation  
Bank of New York  
Bank of Nova Scotia  
Bane One Corporation  
Bank One Purchasing Card  
Banc One Card Services Corporation  
BASF Corporation  
Basic, Inc.  
Betzdearborn, Inc.  
Blue Circle Materials SE  
Blue Circle North America  
Borg Warner Corporation  
Borg Warner Security Corporation  
BP Amoco Chemical Company  
CBS, Inc.  
Celwyn Company, Inc.  
Charles H. Erhart, Jr.  
Chase Manhattan Bank  
Citibank, NA  
Citigroup  
CGC Holding Corp.  
CGC, Inc.  
Climax Molybdenum Company  
Colgate-Palmolive Company  
Commerzbank AG  
Cooper Industries, Inc.  
Crane Company  
Credit Lyonnais  
Credit Suisse First Boston Corporation  
Cryovac/Cryovac Far East Holdings  
Dana Corporation  
Dow Chemical Corporation

Dresdner Bank AG  
DuPont Chemical Company  
DuPont Dow Elastics Company  
Eagle Picher Industries  
Eaton Corporation  
Englehard Corporation  
Federal Mogul Corporation  
First Union Bank  
Foster Wheeler Corporation  
Genentech  
General Electric Capital Corporation  
GE Capital Fleet Services  
General Mills  
General Motors  
General Signal Corporation  
Georgia Pacific Corporation  
Harold A. Eckmann  
Hercules, Inc.  
Hi-Tech  
HSBC/Marine Midland  
J.P. Morgan Chase & Co.  
Kaye, Scholer, Fierman, Hays & Handler  
Leeds & Northrup Company  
Maremont Corporation  
Marine Midland Bank, NA  
Merrill, Lynch, Pierce Fenner & Smith, Inc.  
Metropolitan Life Insurance Company  
Mobil Chemical Company  
Mobil Corporation  
Mobil Oil Corporation  
Monsanto Chemical Company  
Monsanto Company  
Mortell Company  
Northern Trust Bank  
Owens Corning Fiberglass Corporation  
Phillips Petroleum Company  
Pioneer  
PPG Industries, Inc.  
Premier Refractories & Chemicals  
Premier Refractories, Inc.  
Reynolds Metals Company  
Safeway Stores, Inc.  
Sequa Corporation  
Stone & Webster, Inc.  
Stone & Webster Oil Company, Inc.  
Sun Company  
Texaco Refining and Marketing, Inc.

Texaco, Inc.  
The Hartford Financial Services Group, Inc.  
The Lincoln National Life Insurance Company  
Thomas A. Vanderslice  
Tosco Corporation  
Travelers Insurance Company  
Tri-State Generation and Transmission  
Ultramar Diamond Shamrock Corporation  
Ultramar PLC  
Union Carbide Corporation  
Union Oil Company of California, d/b/a Unocal  
Uniroyal Chemical Company, Inc.  
Valero Energy  
Viad Corporation  
Victorian Workcover Authority  
Vulcan Materials Company, Inc.  
Wachovia Bank & Trust Company, N.A.  
Watson Land Company, a/k/a Chomerics, Inc.  
Western Fuels  
Zapata Industries

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
W. R. GRACE & CO., et al.,<sup>1</sup> ) Case No. 01-01139 (JJF)  
) (Jointly Administered)  
Debtors. )

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF WALLACE  
KING MARRARO & BRANSON PLLC AS SPECIAL LITIGATION AND  
ENVIRONMENTAL COUNSEL FOR THE DEBTORS**

Upon the application (the “Application”) of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) seeking entry of an order under sections 327(e) and 328(a) of title 11 of the United States Code (as amended, the “Bankruptcy Code”) authorizing the Debtors to employ and retain Wallace King Marraro & Branson PLLC (“WKMB”) as special counsel for the Debtors with respect to the specified matters set forth in the Application; and upon the Affidavit of Christopher H. Marraro submitted in support of the Application; and it appearing that the relief requested is in the best interest of the Debtors’ estates and their creditors and other parties in interest; and it appearing that this is a core matter under 28 U.S.C. § 157; and it appearing that WKMB does not represent any interest adverse to the Debtors or their estates with respect to the matters on which

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food ‘N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey & Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

WKMB is to be employed, and meets all requirements for retention set forth in the Bankruptcy Code; and it appearing that the terms and conditions of WKMB's employment as further described in the Application are reasonable; and adequate notice having been given of the Application; and good and sufficient cause existing to grant the Application;

NOW, THEREFORE, IT IS HEREBY:

ORDERED that the Application is GRANTED; and it is further

ORDERED that, pursuant to sections 327(e) and 328(a) of the Bankruptcy Code, the retention and employment of WKMB as special litigation and environmental counsel to the Debtors for the purposes set forth in the Application is hereby approved, nunc pro tunc to the petition date of the above-captioned proceedings; and it is further

ORDERED that WKMB shall be compensated under sections 330 and 331 of the Bankruptcy Code and any further or other Orders of this Court concerning compensation of professionals in these cases, and in accordance with the terms set forth in the Application and the Affidavit of Christopher H. Marraro in support of the Application, and shall be reimbursed for all allowed necessary, actual and reasonable expenses; and it is further

ORDERED that the allowed fees and expenses of WKMB shall be an administrative expense of the Debtors' estates; and it is further

ORDERED that this Order shall become effective immediately upon its entry; and it is further



ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: \_\_\_\_\_, 2001

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Joseph J. Farnan, Jr.  
United States District Judge

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
W. R. GRACE & CO., et al.,<sup>1</sup> ) Case No. 01-1139 (RJN)  
) Jointly Administered  
Debtors. )

**AFFIDAVIT OF SERVICE**

STATE OF DELAWARE )  
) SS:  
COUNTY OF NEW CASTLE )

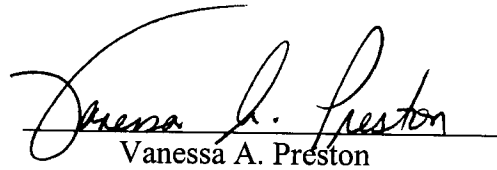
Vanessa A. Preston, being duly sworn according to law, deposes and says that she is employed by the law firm of Pachulski, Stang, Ziehl, Young & Jones P.C. and that on the 4th day of June, 2001, she caused a copy of the following document(s) to be served upon the attached service list in the manner indicated:

**1. Notice of Application of the Debtors for the Entry of an Order Authorizing the Retention and Employment of Wallace King Marraro & Branson PLLC as Special Litigation and Environmental Counsel for the Debtors**

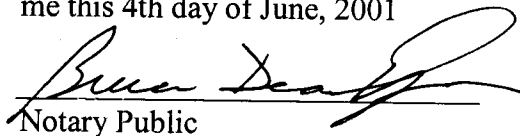
<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

**2. Application of the Debtors for the Entry of an Order Authorizing the Retention and Employment of Wallace King Marraro & Branson PLLC as Special Litigation and Environmental Counsel for the Debtors**

Dated: June 4, 2001

  
Vanessa A. Preston

Sworn to and subscribed before  
me this 4th day of June, 2001

  
Notary Public

My Commission Expires: 7/1/01

W. R. Grace 2002 Service List  
Case No. 01-1139 (RJN)  
Doc. No. 22588  
June 4, 2001  
14 – Hand Delivery  
07 – Federal Express  
95 – First Class Mail

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W.R. Grace and Co.  
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District Director

IRS

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Branch/Reorganization

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Secretary of State

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David Blechman  
Michael Alexander  
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Lazard Freres & Co. LLC  
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Nancy L. Lazar, Esquire  
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